

# Disclosure Brochure

This brochure provides information about the qualifications and business practices of FormulaFolio Investments, LLC (hereinafter “FormulaFolio Investments”). If you have any questions about the contents of this brochure, please contact Jason Wenk at (616) 667-2150. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority. Additional information about FormulaFolio Investments, LLC is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). FormulaFolio Investments, LLC is an SEC registered investment adviser. Registration does not imply any level of skill or training.

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## ITEM 2 - MATERIAL CHANGES

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### **Annual Update**

The Material Changes section of this brochure will be updated annually when material changes occur since the previous release of the Firm Brochure.

### **Material Changes since the Last Update**

The U.S. Securities and Exchange Commission issued a final rule in July 2010 requiring advisors to provide a Firm Brochure in a narrative "Plain English" format. The new final rule specifies mandatory sections and organizations.

### **Full Brochure Available**

Whenever you would like to receive a complete copy of our Firm Brochure, please contact us by telephone at 888-562-8880 or by email at: [support@formulafolios.com](mailto:support@formulafolios.com)

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## ITEM 4 - ADVISORY BUSINESS

Founded by its Chief Investment Officer and largest shareholder, Jason Wenk, FormulaFolio Investments, LLC provides investment management services to its clients. Registered with the SEC as an investment advisor since September 2011, the firm works with its clients to develop a plan that is customized to the clients' goals and investment objectives.

Prior to engaging FormulaFolio Investments to provide any of the foregoing investment advisory services, the client is required to enter into one or more written agreements with FormulaFolio Investments setting forth the terms and conditions under which FormulaFolio Investments renders its services (collectively the "Agreement").

FormulaFolio Investments has \$71,049,484.00 of discretionary assets under management as of March 8, 2013. This Disclosure Brochure describes the business of FormulaFolio Investments. Certain sections will also describe the activities of Supervised Persons. Supervised Persons are any of FormulaFolio Investment's officers, partners, directors (or other persons occupying a similar status or performing similar functions), or employees, or any other person who provides investment advice on FormulaFolio Investment's behalf and is subject to FormulaFolio Investments supervision or control.

### Investment Management Services

Clients can engage FormulaFolio Investments to manage all or a portion of their assets on a discretionary basis. As detailed in Item 8, FormulaFolio Investments primarily allocates clients' investment management assets among different tactical asset allocation strategies. These may take the form of long-short, long-only or other strategies depending upon the client's investment objectives among other factors. These strategies are generally offered through the firm's wrap programs. A part of the wrap programs, the firm provides its investment management services and arranges for brokerage transactions under a single annualized fee.

The strategies are primarily comprised of individual equity securities, various mutual funds, or exchange traded funds ("ETFs"). The firm acts as the investment manager to these strategies. Individual clients cannot hire FormulaFolio Investments to manage their assets directly. Other investment advisors hire FormulaFolio Investments to invest their own

clients' assets in one or more of FormulaFolio Investment's strategies. In this scenario, the advisor will select the strategy for its client, and will hire FormulaFolio Investments to manage the assets.

Participants in the programs may pay a higher aggregate fee than if investment management and brokerage services are purchased separately. A complete description of each program's terms and conditions (including fees) are contained in that program's wrap fee brochure.

For certain legacy clients, FormulaFolio Investments may provide its services pursuant to a sub-advisory relationship. The terms and conditions for these engagements are set forth in the agreement between the firm and the client.

FormulaFolio Investments also may render non-discretionary investment management services to clients relative to variable life/annuity products that they may own, their individual employer-sponsored retirement plans, and/or 529 plans or other products that may not be held by the client's primary custodian. In so doing, FormulaFolio Investments either directs or recommends the allocation of client assets among the various investment options that are available with the product. Client assets are maintained at the specific insurance company or custodian designated by the product.

FormulaFolio Investments tailors its advisory services to the individual needs of clients. The firm consults with clients initially and on an ongoing basis to determine needs. FormulaFolio Investments ensures that clients' investments are suitable for their investment needs, goals, objectives and risk tolerance.

Clients are advised to notify FormulaFolio Investments if there are changes in their financial situation or investment objectives or if they wish to impose any reasonable restrictions upon the firm's management services. Clients may impose reasonable restrictions or mandates on the management of their account if, in FormulaFolio Investment's sole discretion, the conditions will not materially impact the performance of a portfolio strategy or prove overly burdensome to its management efforts.

## ITEM 5 - FEES AND COMPENSATION

### Investment Management Wrap Fee

FormulaFolio Investments provides investment management services for an annual fee based upon a percentage of the market value of the assets being managed by FormulaFolio Investments. As stated in Item 4, the firm provides its investment management services and arranges for brokerage transactions under a single annualized fee through its wrap programs. Participants in the programs may pay a higher aggregate fee than if investment management and brokerage services are purchased separately. A complete description of the program's terms and conditions (including fees) are contained in the program's wrap fee brochure.

FormulaFolio Investments, in its sole discretion, may negotiate to charge a lesser management fee based upon certain criteria (i.e., anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, pre-existing client, account retention, pro bono activities, etc.).

### Fee Schedules

Fee schedule for FormulaFolio Custom Allocation Programs: Clients pay FormulaFolio Investments an annual management fee calculated in accordance with the fee schedules to the right:

Annual management fees are billed monthly in-arrears based on the average daily balance of the managed account for the preceding calendar month. For partial months fees are prorated for only the days in the preceding month.

Amount Under Mgmt.	FF Investments Mgmt. Fee	Rep Fee
First: <\$100,000	0.95%	_____ %
Next: \$100,000 - \$249,999	0.85%	(0% to 1.5%)
Next: \$250,000 - \$499,999	0.75%	
Next: \$500,000 - \$999,999	0.65%	
Next: >\$1,000,000	0.50%	

### Variable Annuity Asset Allocation Fee

FFI also provides Variable Annuity Asset Allocation services for Variable Annuity contracts issued by numerous Insurance Companies. The annualized negotiable fee for discretionary and non-discretionary Variable Annuity Asset Allocation services are based on the following fee schedule:

Allocation Style	FF Investments Mgmt. Fee	Rep Fee
VaR Allocation	0.35% - 0.50%	_____ %
FF Tactical Allocation	0.35% - 0.50%	(0% to 1.0%)

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## FEES AND COMPENSATION CONT.

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The annual fee for Variable Annuity Asset Allocation Services are billed either monthly or quarterly in arrears, depending on custodian. Billing is based on the asset value on the last business day of the previous quarter. Payment of the Firm's management fees will be made by the qualified custodian holding the client's funds and securities provided the client supplies written authorization permitting the fees to be paid directly from the account. A client may terminate the agreement at any time and will receive a refund of any prepaid but unearned advisory fees for the period from the termination date through the end of that calendar billing cycle.

### Fees Charged by Financial Institutions

As further discussed in response to Item 12 (below), FormulaFolio Investments generally recommends that clients utilize the brokerage and clearing services of FOLIOfn Investments ("FOLIOfn") for investment management accounts. FormulaFolio Investments may only implement its investment management recommendations after the client has arranged for and furnished FormulaFolio Investments with all information and authorization regarding accounts with appropriate financial institutions.

Financial institutions include, but are not limited to, FOLIOfn, any other broker-dealer recommended by FormulaFolio Investments, broker-dealer directed by the client, trust companies, banks, etc. (collectively referred to herein as the "Financial Institutions").

Clients may incur certain charges imposed by the Financial Institutions and other third parties such as charges imposed directly by a mutual fund or ETF in the account, which are disclosed in the fund's prospectus (e.g., fund management fees and other fund expenses), deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions.

The firm's agreement with any Financial Institutions may authorize FormulaFolio Investments to debit the client's account for the amount

FormulaFolio Investment's fee and to directly remit that management fee to FormulaFolio Investments. Any Financial Institutions recommended by FormulaFolio Investments have agreed to send a statement to the client, at least quarterly, indicating all amounts disbursed from the account including the amount of management fees paid directly to FormulaFolio Investments. Alternatively, clients may elect to have FormulaFolio Investments send an invoice for payment.

### Fees for Management During Partial Quarters of Service

For the initial period of investment management services, the fees are calculated on a pro rata basis.

The Agreement between FormulaFolio Investments and the client will continue in effect until terminated by either party pursuant to the terms of the Agreement. FormulaFolio Investment's fees are prorated through the date of termination and any remaining balance is charged or refunded to the client, as appropriate.

Clients may make additions to and withdrawals from their account at any time, subject to FormulaFolio Investment's right to terminate an account. Additions may be in cash or securities provided that FormulaFolio Investments reserves the right to liquidate any transferred securities or decline to accept particular securities into a client's account. In addition, for ERISA accounts, mutual fund shares may be deposited only if they are front-end load funds (including "front-end load-waived funds") or no-load funds. Clients may withdraw account assets on notice to FormulaFolio Investments, subject to the usual and customary securities settlement procedures. However, the firm designs its portfolios as long-term investments and the withdrawal of assets may impair the achievement of a client's investment objectives. FormulaFolio Investments may consult with its clients about the options and ramifications of transferring securities. However, clients are advised that when transferred securities are liquidated, they are subject to transaction fees, fees assessed at the mutual fund level (i.e. contingent deferred sales charge) and/or tax ramifications.

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## ITEM 6 - PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

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FORMULAFOLIO INVESTMENTS does not provide any services for performance-based fees. Performance-based fees are those based on a share of capital gains on or capital appreciation of the assets of the client.

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## ITEM 7 - TYPES OF CLIENTS

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FORMULAFOLIO INVESTMENTS generally provides services to individuals and high net worth individuals. However, the firm also may provide advice to pension and profit sharing plans, trusts, estates, charitable organizations, corporations and business entities.

### Minimum Account Size

As a condition for starting and maintaining a relationship, FORMULAFOLIO INVESTMENTS generally imposes a minimum account size of \$50,000. The firm, in its sole discretion, may accept clients with smaller portfolios based upon certain criteria including anticipated future

earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, pre-existing client, account retention, and pro bono activities. FORMULAFOLIO INVESTMENTS only accepts clients with less than the minimum portfolio size if, in the sole opinion of FORMULAFOLIO INVESTMENTS, the smaller portfolio size will not cause a substantial increase of investment risk beyond the client's identified risk tolerance. The firm minimum is a per account minimum, not a per client minimum, meaning each client account is considered individually when calculating account size rather than the sum of all potential accounts for each client.

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## ITEM 8 - METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

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### Investment Strategies and Methods of Analysis

Clients can engage FormulaFolio Investments to manage all or a portion of their assets on a discretionary basis. The firm primarily allocates clients' investment management assets among different tactical allocation strategies. These may take the form of long-short, long-only or other strategies depending upon the client's investment objectives among other factors. These strategies are generally offered through the firm's wrap programs.

The strategies are primarily comprised of various individual equity

securities, mutual funds or ETFs. The firm acts as the investment manager to these strategies. Individual clients may not hire FormulaFolio Investments to manage their assets directly. Other investment advisors hire FormulaFolio Investments to invest their own clients' assets in one or more of the strategies. In this scenario, the advisor will select the strategy for its client, and will hire FormulaFolio Investments to manage the assets.

Generally, the investment strategies are growth-oriented investment strategies designed for investors seeking to diversify their portfolios through a long term allocation to tactical management.

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## METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS CONT.

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The strategies include equity-based programs, which on a daily basis, analyze a wide variety of individual equity securities, index mutual funds, international funds, and ETFs, that together broadly represent the global economy. Using technical analysis among other factors, the firm determines which individual equity securities, index mutual funds, industry sector or international funds, if any, look attractive to own. The decision essentially comes down to the fundamentals of each security analyzed, the recent trend of each individual fund, and the overall strength of the US economy.

Technical analysis involves, among other things, the analysis of past market data rather than specific company data in determining the recommendations made to clients. Technical analysis may involve the use of charts to identify market patterns and trends, which may be based on investor sentiment rather than the fundamentals of the company. The primary risk in using technical analysis is that spotting historical trends may not help to predict such trends in the future. Even if the trend will eventually reoccur, there is no guarantee that FormulaFolio Investments will be able to accurately predict such a reoccurrence. The primary risk in fundamental analysis is that the balance sheet and income statement data used may change, in some cases abruptly. Additionally, securities deemed to meet the fundamental requirement for inclusion to portfolios may not result in positive performance for investors and therefore could result in loss of invested capital.

Primarily, the strategies seek capital appreciation through asset selection.

FormulaFolio Investments will invest in the securities and funds ranked highest, as determined by its analysis. When the stock market is in a positive intermediate or long-term trend, the firm expects the strategies to be highly correlated to either the U.S. or international equity markets, as well as either the U.S. or international income markets.

To manage risk exposure, the firm performs an overall equity market risk assessment.

This assessment seeks to identify periods of high risk by studying economic data of the U.S. economy. Based on the results of the assessment, FormulaFolio Investments may move the strategies to broader based investments and further seek to limit risk by adjusting allocations to cash on a daily basis. Depending upon the severity of the risk signals, the firm seeks out opportunities for growth through funds that may benefit from poor equity market conditions, such as bonds, commodities, or alternative funds.

### Risks of Loss

#### *Individual Equities, Mutual Funds, and ETFs*

An investment in individual equities, a mutual fund, or ETF involves risk, including the loss of principal. Individual equity, Mutual fund and ETF shareholders are necessarily subject to the risks stemming from the individual issuers of the fund's underlying portfolio securities. Such shareholders are also liable for taxes on any fund-level capital gains, as mutual funds and ETFs are required by law to distribute capital gains in the event they sell securities for a profit that cannot be offset by a corresponding loss.

Shares of mutual funds are generally distributed and redeemed on an ongoing basis by the fund itself or a broker acting on its behalf. The trading price at which a share is transacted is equal to a fund's stated daily per share net asset value ("NAV"), plus any shareholders fees (e.g., sales loads, purchase fees, redemption fees). The per share NAV of a mutual fund is calculated at the end of each business day, although the actual NAV fluctuates with intraday changes to the market value of the fund's holdings. The trading prices of a mutual fund's shares may differ significantly from the NAV during periods of market volatility, which may, among other factors, lead to the mutual fund's shares trading at a premium or discount to NAV.

Shares of ETFs are listed on securities exchanges and transacted at negotiated prices in the secondary market. Generally, ETF shares trade at or near their most recent NAV, which is generally calculated at least once daily for indexed-based ETFs and more frequently for actively managed

ETFs. However, certain inefficiencies may cause the shares to trade at a premium or discount to their pro rata NAV. There is also no guarantee that an active secondary market for such shares will develop or continue to exist. Generally, an ETF only redeems shares when aggregated as creation units (usually 50,000 shares or more).

#### *Market Risks*

The profitability of a portion of FormulaFolio Investment's recommendations may depend to a great extent upon correctly assessing the future course of price movements of stocks and bonds. There can be no assurance that FormulaFolio Investments will be able to predict those price movements accurately.

#### *Management Through Similarly Managed Accounts*

FormulaFolio Investments may manage portfolios by allocating portfolio assets among various individual equity securities, mutual funds, or ETFs on a discretionary basis using one or more of its proprietary investment strategies (collectively referred to as "investment strategy"). In doing so, FormulaFolio Investments buys, sells, exchanges and/or transfers shares of securities based upon the investment strategy.

FormulaFolio Investment's management using the investment strategy complies with the requirements of Rule 3a-4 of the Investment Company Act of 1940, as amended. Rule 3a-4 provides similarly managed accounts, such as the investment strategy, with a safe harbor from the definition of an investment company.

The investment strategy may involve an above-average portfolio turnover that could negatively impact upon the net after-tax gain experienced by an individual client. Securities in the investment strategy are usually exchanged and/or transferred without regard to a client's individual tax ramifications. Certain investment opportunities that become available to FormulaFolio Investment's clients may be limited. For example, various mutual funds or insurance companies may limit the ability of FormulaFolio Investments to buy, sell, exchange or transfer securities consistent with its investment strategy. As further discussed in response to Item 12 (below), FormulaFolio Investments allocates investment opportunities among its clients on a fair and equitable basis.

#### *Use of Margin*

To the extent that a client authorizes the use of margin, and margin is thereafter employed by FormulaFolio Investments in the management of the client's investment portfolio, the market value of the client's account and corresponding fee payable by the client to FormulaFolio Investments will be increased. As a result, in addition to understanding and assuming the additional principal risks associated with the use of margin, clients authorizing margin are advised of the potential conflict of interest whereby the client's decision to employ margin shall correspondingly increase the management fee payable to FormulaFolio Investments. Accordingly, the decision as to whether to employ margin is left totally to the discretion of client.

While the use of margin borrowing can substantially improve returns, such use may also increase the adverse impact to which a client's portfolio may be subject. Borrowings will usually be from securities brokers and dealers and will typically be secured by the client's securities and/or other assets. Under certain circumstances, such a broker-dealer may demand an increase in the collateral that secures the client's obligations and if the client were unable to provide additional collateral, the broker-dealer could liquidate assets held in the account to satisfy the client's obligations to the broker-dealer. Liquidation in that manner could have extremely adverse consequences. In addition, the amount of the client's borrowings and the interest rates on those borrowings, which will fluctuate, will have a significant effect on the client's profitability.

#### *General Risk of Loss*

Investing in securities involves the risk of loss. Clients should be prepared to bear such loss.

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## ITEM 9 - DISCIPLINARY INFORMATION

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FormulaFolio Investments is required to disclose the facts of any legal or disciplinary events that are material to a client's evaluation of its advisory business or the integrity of management. FormulaFolio Investments does not have any required disclosures to this Item.

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## ITEM 10 - OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

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FormulaFolio Investments is required to disclose any relationship or arrangement that is material to its advisory business or to its clients with certain related persons.

### *Jason Wenk*

Jason Wenk is a shareholder and acting Chief Investment Officer of FormulaFolio Investments. In addition to Mr. Wenk's duties for FormulaFolio Investments he is also a shareholder and President of Retirement Wealth Advisors, Inc., a SEC Registered Investment Advisor.

### *Gerald Sikkenga*

Gerald Sikkenga is a shareholder and acting Chief Operations Officer of FormulaFolio Investments. In addition to Mr. Sikkenga's duties for FormulaFolio Investments he is also a shareholder and Chief Operations Officer of Retirement Wealth Advisors, Inc., a SEC Registered Investment Advisor.

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## ITEM 11 - CODE OF ETHICS

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FormulaFolio Investments and persons associated with FormulaFolio Investments ("Associated Persons") are permitted to buy or sell securities that it also recommends to clients consistent with FormulaFolio Investment's policies and procedures.

FormulaFolio Investments has adopted a code of ethics that sets forth the standards of conduct expected of its associated persons and requires compliance with applicable securities laws ("Code of Ethics"). In accordance with Section 204A of the Investment Advisers Act of 1940 (the "Advisers Act"), its Code of Ethics contains written policies reasonably designed to prevent the unlawful use of material non-public information by FormulaFolio Investments or any of its associated persons. The Code of Ethics also requires that certain of FormulaFolio Investment's personnel (called "Access Persons") report their personal securities holdings and transactions and obtain pre-approval of certain investments such as initial public offerings and limited offerings.

Unless specifically permitted in FormulaFolio Investment's Code of Ethics, none of FormulaFolio Investment's Access Persons may effect for themselves or for their immediate family (i.e., spouse, minor children, and adults living in the same household as the Access Person) any transactions in a security which is being actively purchased or sold, or is

being considered for purchase or sale, on behalf of any of FormulaFolio Investment's clients.

When FormulaFolio Investments is purchasing or considering for purchase any security on behalf of a client, no Access Person may effect a transaction in that security prior to the completion of the purchase or until a decision has been made not to purchase such security. Similarly, when FormulaFolio Investments is selling or considering the sale of any security on behalf of a client, no Access Person may effect a transaction in that security prior to the completion of the sale or until a decision has been made not to sell such security. These requirements are not applicable to: (i) direct obligations of the Government of the United States; (ii) money market instruments, bankers' acceptances, bank certificates of deposit, commercial paper, repurchase agreements and other high quality short-term debt instruments, including repurchase agreements; (iii) shares issued by mutual funds or money market funds; and (iv) shares issued by unit investment trusts that are invested exclusively in one or more mutual funds.

Clients and prospective clients may contact FormulaFolio Investments to request a copy of its Code of Ethics.

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## ITEM 12 - BROKERAGE PRACTICES

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As discussed above, in Item 5, FormulaFolio Investments generally recommends that clients utilize the brokerage and clearing services of FOLIOfn.

Factors which FormulaFolio Investments considers in recommending FOLIOfn or any other broker-dealer to clients include their respective financial strength, reputation, execution, pricing, research and service. FOLIOfn enables FormulaFolio Investments to obtain many individual equity securities, no-load mutual funds, and ETFs without transaction charges and other no-load and load-waived funds at nominal transaction charges. The commissions and/or transaction fees charged by FOLIOfn may be higher or lower than those charged by other Financial Institutions.

The commissions paid by FormulaFolio Investment's clients comply with FormulaFolio Investment's duty to obtain "best execution." Clients may pay commissions that are higher than another qualified Financial Institution might charge to effect the same transaction where the firm determines that the commissions are reasonable in relation to the value of the brokerage and research services received. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a Financial Institution's services, including among others, the value of research provided, execution

capability, commission rates, and responsiveness. FormulaFolio Investments seeks competitive rates but may not necessarily obtain the lowest possible commission rates for client transactions.

The firm periodically and systematically reviews its policies and procedures regarding its recommendation of Financial Institutions in light of its duty to obtain best execution.

The client may direct FormulaFolio Investments in writing to use a particular Financial Institution to execute some or all transactions for the client. In that case, the client will negotiate terms and arrangements for the account with that Financial Institution, and FormulaFolio Investments will not seek better execution services or prices from other Financial Institutions or be able to "batch" client transactions for execution through other Financial Institutions with orders for other accounts managed by FormulaFolio Investments (as described below). As a result, the client may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for the account than would otherwise be the case. Subject to its duty of best execution, FormulaFolio Investments may decline a client's request to direct brokerage if, in FormulaFolio Investment's sole discretion, such directed brokerage arrangements would result in additional operational difficulties.



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## BROKERAGE PRACTICES CONT.

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Transactions for each client generally will be effected independently, unless FormulaFolio Investments decides to purchase or sell the same securities for several clients at approximately the same time. FormulaFolio Investments may (but is not obligated to) combine or “batch” such orders to obtain best execution, to negotiate more favorable commission rates, or to allocate equitably among FormulaFolio Investment’s clients differences in prices and commissions or other transaction costs that might have been obtained had such orders been placed independently. Under this procedure, transactions will generally be averaged as to price and allocated among FormulaFolio Investment’s clients pro rata to the purchase and sale orders placed for each client on any given day. To the extent that FormulaFolio Investments determines to aggregate client orders for the purchase or sale of securities, including securities in which FormulaFolio Investment’s Supervised Persons may invest, FormulaFolio Investments generally does so in accordance with applicable rules promulgated under the Advisers Act and no-action guidance provided by the staff of the U.S. Securities and Exchange Commission. FormulaFolio Investments does not receive any additional compensation or remuneration as a result of the aggregation. In the event that FormulaFolio Investments determines that a prorated allocation is not appropriate under the particular circumstances, the allocation will be made based upon other relevant factors, which may include: (i) when only a small percentage of the order is executed, shares may be allocated to the account with the smallest order or the smallest position or to an account that is out of line with respect to security or sector weightings relative to other portfolios, with similar mandates; (ii) allocations may be given to one account when one account has limitations in its investment guidelines which prohibit it from purchasing other securities which are expected to produce similar investment results and can be purchased by other accounts; (iii) if an account reaches an investment guideline limit and cannot participate in an allocation, shares may be reallocated to other accounts (this may be due to unforeseen changes in an account’s assets after an order is placed); (iv) with respect to sale allocations, allocations may be given to accounts low in cash; (v) in cases when a pro rata allocation of a potential execution would result in a de minimis allocation in one or more accounts, FormulaFolio Investments may exclude the account(s) from the allocation; the transactions may be executed on a pro rata basis among the remaining accounts; or (vi) in cases where a small proportion of an order is executed in all accounts, shares may be allocated to one or more accounts on a random basis.

Consistent with obtaining best execution, brokerage transactions may be directed to certain broker-dealers in return for investment research products and/or services that assist FormulaFolio Investments in its investment decision-making process. Such research generally will be used to service all of FormulaFolio Investment’s clients, but brokerage commissions paid by one client may be used to pay for research that is not used in managing that client’s portfolio. The receipt of investment research products and/or services as well as the allocation of the benefit of such investment research products and/or services poses a conflict of interest because FormulaFolio Investments does not have to produce or pay for the products or services. Such transactions are in compliance with Section 28(e) of the Securities Exchange Act of 1934, as amended. In addition, FormulaFolio Investments may receive a portion of charges imposed by mutual funds for its servicing of client accounts. These charges do not result in any additional fees paid by clients.

### Software and Support Provided by Financial Institutions

FormulaFolio Investments may receive from FOLIOfn, without cost to FormulaFolio Investments, computer software and related systems support, which allow the firm to better monitor client accounts maintained at FOLIOfn. FormulaFolio Investments may receive the software and related support without cost because FormulaFolio Investments renders investment management services to clients that maintain assets at FOLIOfn. The software and related systems support may benefit the firm, but not its clients directly. In fulfilling its duties to its clients, FormulaFolio Investments endeavors at all times to put the interests of its clients first. Clients should be aware, however, that FormulaFolio Investment’s receipt of economic benefits from a broker-dealer creates a conflict of interest since these benefits may influence FormulaFolio Investment’s choice of broker-dealer over another broker-dealer that does not furnish similar software, systems support, or services.

Additionally, FormulaFolio Investments may receive the following benefits from FOLIOfn through FOLIOfn Institutional: receipt of duplicate client confirmations and bundled duplicate statements; access to block trading which provides the ability to aggregate securities transactions and then allocate the appropriate shares to client accounts; and access to an electronic communication network for client order entry and account information.

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## ITEM 13 - REVIEW OF ACCOUNTS

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FormulaFolio Investments monitors client portfolios as part of an ongoing process while regular account reviews are conducted on at least a quarterly basis. Such reviews are conducted by one of FormulaFolio Investment’s investment advisor representatives. All investment advisory clients are encouraged to discuss their needs, goals, and objectives with the firm and to keep FormulaFolio Investments informed of any changes thereto. FormulaFolio Investments contacts ongoing investment advisory clients at least annually to review its previous services and/or recommendations and to discuss the impact resulting from any changes in the client’s financial situation and/or investment objectives.

Unless otherwise agreed upon, clients are provided with transaction

confirmation notices and regular summary account statements directly from the broker-dealer or custodian for the client accounts. Clients also receive a report from FormulaFolio Investments that may include such relevant account and/or market-related information such as an inventory of account holdings and account performance on a quarterly basis. Clients should compare the account statements they receive from their custodian with those they receive from FormulaFolio Investments. The firm will furnish a supporting schedule for capital gains and losses realized in the account for the year, as requested by the client.

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## ITEM 14 - CLIENT REFERRALS AND OTHER COMPENSATION

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FormulaFolio Investments may receive economic benefits from non-clients for providing advice or other advisory services to clients. This type of relationship poses a conflict of interest and any such relationship is disclosed in response to Item 12, above.

In addition, FormulaFolio Investments is required to disclose any direct or indirect compensation that it provides for client referrals. If a client is introduced to FormulaFolio Investments by either an unaffiliated or an affiliated solicitor, FormulaFolio Investments may pay that solicitor a referral fee in accordance with the requirements of Rule 206(4)-3 of the Advisers Act and any corresponding state securities law requirements. Any such referral fee is paid solely from FormulaFolio Investment’s

investment management fee, and does not result in any additional charge to the client. If the client is introduced to FormulaFolio Investments by an unaffiliated solicitor, the solicitor provides the client with a copy of FormulaFolio Investment’s written disclosure brochure which meets the requirements of Rule 204-3 of the Advisers Act and a copy of the solicitor’s disclosure statement containing the terms and conditions of the solicitation arrangement including compensation. Any affiliated solicitor of FormulaFolio Investments discloses the nature of his/her relationship to prospective clients at the time of the solicitation and will provide all prospective clients with a copy of FormulaFolio Investment’s written disclosure brochure at the time of the solicitation.



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## ITEM 15 - CUSTODY

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FormulaFolio Investment's *Agreement* and/or the separate agreement with any *Financial Institution* may authorize FormulaFolio Investments through such *Financial Institution* to debit the client's account for the amount of FormulaFolio Investment's fee and to directly remit that management fee to FormulaFolio Investments in accordance with applicable custody rules.

The *Financial Institutions* recommended by the firm have agreed to send a statement to the client, at least quarterly, indicating all amounts disbursed from the account including the amount of management fees paid directly to FormulaFolio Investments. In addition, as discussed in Item 13, FormulaFolio Investments also sends periodic supplemental reports to clients. Clients should carefully review the statements sent directly by the *Financial Institutions* and compare them to those received from FormulaFolio Investments.

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## ITEM 16 - INVESTMENT DISCRETION

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FormulaFolio Investments is given the authority to exercise discretion on behalf of clients. FormulaFolio Investments is considered to exercise investment discretion over a client's account if it can effect transactions for the client without first having to seek the client's consent. FormulaFolio Investments is given this authority through a power-of-attorney included in the agreement between FormulaFolio Investments and the client. Clients may request a limitation on this authority (such as certain securities not to be bought or sold). FormulaFolio Investments takes discretion over the following activities:

- The securities to be purchased or sold;
- The amount of securities to be purchased or sold;
- When transactions are made; and
- The Independent Managers to be hired or fired.

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## ITEM 17 - VOTING CLIENT SECURITIES

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FormulaFolio Investments is required to disclose if it accepts authority to vote client securities. FormulaFolio Investments does not vote client securities on behalf of its clients. Clients receive proxies directly from the Financial Institutions.

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## ITEM 18 - FINANCIAL INFORMATION

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FormulaFolio Investments does not require or solicit the prepayment of more than \$1,200 in fees six months or more in advance. In addition, FormulaFolio Investments is required to disclose any financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients. FormulaFolio Investments has no disclosures pursuant to this Item.